

## **MINUTES**

**March 15, 2012**

### **UCDC BOARD MEMBERS**

**Ronald Marquette.**  
Chair

**Anthony Campagiorni**  
Vice Chair

**Ward Todd**  
Secretary

**William Spearman**  
Treasurer

**Jacquelyn Appeldorn**

**Terry L. Bernardo**

**Donald P. Christian**

**Shayne Gallo**

**Daniel Hauspurg**

**Michael Hein**

**Donald C. Katt**

**Charles Khoury**

**Joseph Libonati**

**David O'Halloran**

**Joshua Ratner**

**Nancy E. K. Schaeff**

**John Valk, Jr.**

**Daniel Wieneke**

**Lance Matteson**  
President

A regular meeting of the Board of Directors of the Ulster County Development Corporation was held at 4:00 p.m. on Thursday, March 15, 2012, Conference Room 108, Business Resource Center, Development Court, Kingston, NY.

The following members were present:

Anthony Campagiorni

Jacqueline DiStefano

Donald Katt

Robert Kinnin

Joseph Libonati

Ronald Marquette

James Quigley

William Spearman

Daniel Wieneke

Vice Chair

Representing Donald Christian

Representing David O'Halloran

Chair

Representing John Valk

Treasurer

The following members were absent:

Jacquelyn Appeldorn

March Gallagher

Shayne Gallo

Daniel Hauspurg

Charles Khoury

James Maloney

Joshua Ratner

Nancy Schaeff

Ward Todd

Representing Michael Hein

Representing Terry Bernardo

Secretary

The following ex-officio members were present:

Julie Krieger

NOTE: James Maloney is an Ex-officio member but is also the designee for Terry Bernardo and has been recorded as such.

The following ex-officio members were absent:

David Donaldson  
Dennis Doyle  
LaMar Hasbrouck  
Kenneth Ronk

The following staff members of the Ulster County Development Corporation were present:

Linda Clark                      Office Manager

Additional Attendees:

Katherine Doran                      Teal Becker and Chiaramonte

Chair Ronald Marquette called the meeting to order at 4:08 p.m.

#### **Minutes**

**Motion:**            Robert Kinnin, seconded by Joseph Libonati, moved to adopt the Minutes of the February 16, 2012 meeting. A copy of said Minutes is on file.

**Vote:**                The motion was adopted unanimously.

#### **Financials**

**Motion:**            Donald Katt, seconded by Robert Kinnin, moved to approve the financials for the period ending February 29, 2012. A copy of said financials is on file.

**Vote:**                The motion was adopted unanimously.

#### **2011 Audit**

Katherine Doran, Teal Becker and Chiaramonte, presented the Preliminary and Tentative 2011 Audit. A copy of said Preliminary Audit is on file.

- Preliminary Report is before the Board of Directors – the Management Discussion and Analysis has yet to become a part of the report.
- The financial statement belongs UCDC
- The only part of the audit that comes from Teal Becker and Chiaramonte is the Independent Auditor's Report
- The Auditor's Report is an unqualified clean opinion; there are no exceptions in this opinion. The audit was conducted in accordance with auditing standards generally acceptable in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States. The financial statements referred to are presented fairly, in all material respects, the financial position of the Ulster County Development Corporation as of December 31, 2011 and 2010, and the changes in

its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

- Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With Government Auditing Standards
  - This is a clean report. No deficiencies in internal control(s) over financial reporting that were considered to be material weaknesses were identified.
- There were no significant difficulties dealing with management while completing the audit
- There were no misstatements that were material to the financial statements
- There were no disagreements with management as to any financial accounting reporting or auditing matters.
- The following audit findings were noted for consideration:
  - Ulster County Revolving Loan Fund – Collection of annual financial statements from recipients. Management disclosed that annual financial statements were not collected for existing loans during 2011. In February 2012, management started the process to collect annual financial statement from loan recipients.
  - Executive Compensation Agreement – The Organization does not maintain an approved executive compensation agreement for the President. It was suggested that all executive compensation for key employees be formalized in writing and approved by the Board, setting forth compensation levels and, if necessary, terms of employment.
  - Server Backup – The computer server is backed up on a regular basis, however backups were not taken offsite. It was suggested that management maintain the backup out of the office on a regular basis. In February, 2012, management started the process to upgrade the server which would allow tape backups, cloud backups and backups stored to the server hard driver to be maintained offsite.

It was noted by the members of the Board of Directors that in the “Notes” section of the Preliminary Audit, Note 8 was omitted. In view of the numbering error, it was requested that a New “Note” be added, entitled Unrestricted Net Assets, which “breaks-out” the loan funds.

**Motion:** William Spearman, seconded by Jacqueline DiStefano, moved to accept the 2011 Preliminary Audit prepared by Teal, Becker and Chiaramonte with the addition of the New Note to the Financial Statement entitled Unrestricted Net Assets.

**Vote:** The motion was adopted.

### **COMMITTEE REPORTS**

### **Governance Committee**

Chair Jacqueline DiStefano, on behalf of the Governance Committee, recommended that the following documents be approved as submitted. Copies of said document(s) are on file.

- 2011 Annual Report – Management Discussion and Analysis
- 2011 Corporate Mission and Goals
- Internal Control Assessment as of 12/31/11
- 2011 Authority Mission and Goal Measurement Report
- 2011 Real Property Report
- 2011 Investment Report

**Motion:** Jacqueline DiStefano, seconded by Joseph Libonati, moved to approve the above referenced documents.

**Vote:** The motion was adopted.

### **Executive Session**

**Motion:** Donald Katt, seconded by Anthony Campagiorni, moved to adjourn into Executive Session for the purpose of discussion of personnel matters at 4:25 p.m.

**Vote:** The motion was adopted unanimously.

**Motion:** Anthony Campagiorni, seconded by William Spearman, moved to adjourn out of Executive Session at 5:25 p.m.

**Vote:** The motion was adopted unanimously.

No action was taken during Executive Session.

### **Adjournment**

**Motion:** Robert Kinnin, seconded by William Spearman, moved to adjourn the meeting.

**Vote:** The motion was adopted.

The meeting was adjourned at 5:27 p.m.

The next meeting of the Board of Directors of Ulster County Development Corporation is scheduled for Thursday April 19, 2012 at 4:00 p.m., Conference Room 108, Business Resource Center, Development Court, Kingston, NY.

Respectfully submitted,  
Ronald Marquette, Chair  
Board of Directors